

## STC METROPOLITAN DISTRICT NO. 3

141 Union Boulevard, Suite 150  
Lakewood, Colorado 80228-1898  
Tel: 303-987-0835 . 800-741-3254  
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### NOTICE OF SPECIAL MEETING AND AGENDA

<u>Board of Directors:</u>	<u>Office:</u>	<u>Term/Expires:</u>
James A. Brzostowicz	President	2023/May 2023
Angie Hulsebus	Treasurer	2023/May 2023
Terry Willis	Secretary	2023/May 2023
<b>VACANT</b>		2022/May 2022
<b>VACANT</b>		2022/May 2022

**DATE:**        **October 7, 2020**

**TIME:**        **9:00 A.M.**

**LOCATION:** Special District Management Services, Inc.  
141 Union Blvd., Suite 150  
Lakewood, CO 80228

**DUE TO CONCERNS REGARDING THE SPREAD OF THE CORONAVIRUS (COVID-19) AND THE BENEFITS TO THE CONTROL OF THE SPREAD OF THE VIRUS BY LIMITING IN-PERSON CONTACT, THIS DISTRICT BOARD MEETING WILL BE HELD BY VIDEO CONFERENCE AND CONFERENCE CALL. THERE WILL BE AT LEAST ONE PERSON PRESENT AT THE PHYSICAL LOCATION POSTED ON THIS NOTICE. IF YOU WOULD LIKE TO ATTEND THIS MEETING, PLEASE USE THE FOLLOWING INFORMATION:**

<https://us02web.zoom.us/j/82935811073?pwd=bWVvYlprK0lEdzR2Vk4weElwc2dDdz09>

Meeting ID: 829 3581 1073

Passcode: 806413

Call-In- 1-346-248-7799

Please email Peggy Ripko if there are any issues (pripko@sdmsi.com).

#### I. ADMINISTRATIVE MATTERS

A. Present Disclosures of Potential Conflicts of Interest.

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B. Approve Agenda; confirm location of the meeting and posting of meeting notices.

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C. Review and approve Minutes of the July 1, 2020 Special Meeting (enclosure).

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II. FINANCIAL MATTERS

- A. Review and accept unaudited financial statements through the period ending August 31, 2020 (to be distributed).
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III. LEGAL MATTERS

- A. Review matters relative to and acknowledge the issuance of a Junior Limited Tax General Obligation Bond, Series 2020C in the maximum principal amount of approximately \$16,215,000 and a Taxable Junior Limited Tax General Obligation Bond, Series 2020D in the maximum principal amount of approximately \$18,958,000 by District No. 2, pursuant to the Amended and Restated Capital Pledge Agreement by and among STC Metropolitan District Nos. 1, 2 and 3, and UMB Bank, n.a., dated December 1, 2019.
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IV. OTHER BUSINESS MATTERS

- A. \_\_\_\_\_

- V. ADJOURNMENT **THE NEXT REGULAR MEETING IS SCHEDULED FOR NOVEMBER 4, 2020 (BUDGET HEARING).**

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE STC METROPOLITAN DISTRICT NO. 3 HELD JULY 1, 2020

A Special Meeting of the Board of Directors (referred to hereafter as the "Board") of the STC Metropolitan District No. 3 (referred to hereafter as the "District") was convened on Wednesday, the 1st day of July, 2020, at 9:00 A.M. Due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, this District Board meeting was held by conference call without any individuals (neither District Representatives nor the General Public) attending in person. The meeting was open to the public via conference call.

#### ATTENDANCE

#### Directors In Attendance Were:

James A. Brzostowicz  
Angie Hulsebus  
Terry Willis

#### Also In Attendance Were:

Peggy Ripko; Special District Management Services, Inc. ("SDMS")

Megan Becher, Esq. and Kate Olson, Esq.; McGeady Becher P.C.

Bill Flynn; Simmons & Wheeler, P.C.

Jessica Sergi and Bill Jencks; Ranch Capital, LLC

Anthony Harrigan; Director on the Board of Directors of STC Metropolitan District No. 1

#### DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

**Disclosure of Potential Conflicts of Interest:** The Board noted it was in receipt of disclosures of potential conflicts of interest statements for each of the Directors and that the statements had been filed with the Secretary of State at least seventy-two hours in advance of the meeting. Ms. Ripko requested that the Directors review the Agenda for the meeting and advise the Board to disclose any new conflicts of interest which had not been previously disclosed. No further disclosures were made by Directors present at the meeting.

## RECORD OF PROCEEDINGS

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### ADMINISTRATIVE MATTERS

**Agenda:** Ms. Ripko distributed for the Board's review and approval a proposed Agenda for the District's Special Meeting.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote, unanimously carried, the Agenda was approved, as presented.

**Confirm Quorum, Location of Meeting and Posting of Meeting Notices and Quorum:** Ms. Ripko confirmed the presence of a quorum. The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Willis and, upon vote, unanimously carried, the Board determined that due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, this District Board meeting would be held by conference call without any individuals (neither District Representatives nor the General Public) attending in person, as stated above. The Board further noted that the notice of the time, date and teleconference information for the meeting was duly posted and that no objections were received from taxpaying electors within the District's boundaries.

**Minutes:** The Board reviewed the Minutes of the December 9, 2019 Special Meeting.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Hulsebus and, upon vote, unanimously carried, the Board approved the Minutes of the December 9, 2019 Special Meeting.

**Resignation of Secretary:** The Board acknowledged the resignation of Lisa Johnson as Secretary to the Board of Directors and considered appointment of Peggy Ripko as Secretary to the Board.

Following discussion, upon motion duly made by Director Willis, seconded by Director Brzostowicz and, upon vote, unanimously carried, the Board approved the appointment of Peggy Ripko as Secretary to the Board of Directors.

**Results of May 5, 2020 Regular Election:** Ms. Ripko discussed with the Board the results of the May 5, 2020 Regular Election for Directors ("Election"). It was noted that the Election was cancelled, as permitted by statute and that Directors Brzostowicz, Hulsebus, and Willis were deemed elected to three-year terms ending in 2023.

## RECORD OF PROCEEDINGS

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**Appointment of Officers:** The Board entered into discussion regarding the appointment of officers.

Following discussion, upon motion duly made by Director Hulsebus, seconded by Director Brzostowicz and, upon vote, unanimously carried, the following slate of officers was appointed:

President	James Brzostowicz
Treasurer	Angie Hulsebus
Assistant Secretary	Terry Willis

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### **FINANCIAL MATTERS**

**Unaudited Financial Statements:** Mr. Flynn presented the unaudited financial statements for the period ending April 30, 2020.

Following review, upon motion duly made by Director Brzostowicz, seconded by Director Hulsebus and, upon vote, unanimously carried, the Board accepted the unaudited financial statements for the period ending April 30, 2020.

**Unaudited Financial Statements:** Ms. Wheeler presented the unaudited financial statements for the period ending May 31, 2020.

Following review, upon motion duly made by Director Brzostowicz, seconded by Director Hulsebus and, upon vote, unanimously carried, the Board accepted the unaudited financial statements for the period ending May 31, 2020.

**2019 Audit Preparation:** The Board discussed the engagement of Dazzio & Associates, PC for preparation of the 2019 Audit.

Following discussion, upon motion duly made by Director Brzostowicz, seconded by Director Hulsebus and, upon vote, unanimously carried, the Board ratified approval of the engagement of Dazzio & Associates, PC for the preparation of the 2019 Audit.

**2019 Audit:** The Board reviewed the 2019 Audited Financial Statements.

Following review and discussion, upon motion duly made by Director Brzostowicz, seconded by Director Hulsebus and, upon vote, unanimously carried, the Board approved the 2019 Audited Financial Statements and authorized execution of the Representations letter.

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### **LEGAL MATTERS**

There were no legal matters for discussion at this time.

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## RECORD OF PROCEEDINGS

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**OTHER BUSINESS MATTERS**

There were no other business matters at this time.  
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**ADJOURNMENT**

There being no further business to come before the Board at this time, upon motion duly made by Director Brzostowicz, seconded by Director Hulsebus and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By \_\_\_\_\_  
Secretary